

SECOND REGULAR SESSION

HOUSE BILL NO. 1437

97TH GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE SCHUPP.

5126L.02I

D. ADAM CRUMBLISS, Chief Clerk

AN ACT

To repeal sections 347.179, 351.125, 355.021, 358.440, 359.651, and 409.4-410, RSMo, and to enact in lieu thereof six new sections relating to business fees, with penalty provisions.

Be it enacted by the General Assembly of the state of Missouri, as follows:

Section A. Sections 347.179, 351.125, 355.021, 358.440, 359.651, and 409.4-410, RSMo, are repealed and six new sections enacted in lieu thereof, to be known as sections 347.179, 351.125, 355.021, 358.440, 359.651, and 409.4-410, to read as follows:

- 347.179. 1. The secretary shall charge and collect:
- (1) For filing the original articles of organization, a fee of one hundred dollars;
 - (2) For filing the original articles of organization online, in an electronic format prescribed by the secretary of state, a fee of forty-five dollars;
 - (3) Applications for registration of foreign limited liability companies and issuance of a certificate of registration to transact business in this state, a fee of one hundred dollars;
 - (4) Amendments to and restatements of articles of limited liability companies to application for registration of a foreign limited liability company or any other filing otherwise provided for, a fee of twenty dollars;
 - (5) Articles of termination of limited liability companies or cancellation of registration of foreign limited liability companies, a fee of twenty dollars;
 - (6) For filing notice of merger or consolidation, a fee of twenty dollars;
 - (7) For filing a notice of winding up, a fee of twenty dollars;
 - (8) For issuing a certificate of good standing, a fee of five dollars;
 - (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
 - (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

17 (11) For accepting an application for reservation of a name, or for filing a notice of the
18 transfer or cancellation of any name reservation, a fee of twenty dollars;

19 (12) For filing a statement of change of address of registered office or registered agent,
20 or both, a fee of five dollars;

21 (13) For any service of notice, demand, or process upon the secretary as resident agent
22 of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable
23 costs by the party instituting such suit, action, or proceeding causing such service to be made if
24 such party prevails therein;

25 (14) For filing an amended certificate of registration a fee of twenty dollars; and

26 (15) For filing a statement of correction a fee of five dollars.

27 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**
28 **considered between the first Wednesday after the first Monday of January and the first**
29 **Friday following the second Monday in May every four years, beginning in 2016 and**
30 **following every four years after. If any such changes are made, they shall be implemented**
31 **beginning on August twenty-eighth of that year.**

351.125. 1. Every corporation required to register under the provisions of this chapter
2 shall pay to the state a fee of forty dollars for its corporate registration if the report is filed in a
3 written format. The fee is fifteen dollars for each corporate registration report filed via an
4 electronic format prescribed by the secretary of state. Biennial corporate registration reports filed
5 under section 351.122 shall require the fee prescribed in that section. If a corporation fails to file
6 a corporation registration report when due, it shall be assessed, in addition to its regular
7 registration fee, a late fee of fifteen dollars for each thirty-day period within which the
8 registration report is filed whether in writing or in an electronic format. If the registration report
9 is not filed within ninety days, the secretary of state may proceed with administrative dissolution
10 of such corporation under sections 351.484 and 351.486.

11 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**
12 **considered between the first Wednesday after the first Monday of January and the first**
13 **Friday following the second Monday in May every four years, beginning in 2016 and**
14 **following every four years after. If any such changes are made, they shall be implemented**
15 **beginning on August twenty-eighth of that year.**

355.021. 1. The secretary of state shall collect the following fees when the documents
2 described in this subsection are delivered for filing:

3 (1) Articles of incorporation, twenty dollars;

4 (2) Application for reserved name, twenty dollars;

5 (3) Notice of transfer of reserved name, two dollars;

6 (4) Application for renewal of reserved name, twenty dollars;

7 (5) Corporation's statement of change of registered agent or registered office or both, five
8 dollars;

9 (6) Agent's statement of change of registered office for each affected corporation, five
10 dollars;

11 (7) Agent's statement of resignation, five dollars;

12 (8) Amendment of articles of incorporation, five dollars;

13 (9) Restatement of articles of incorporation with amendments, five dollars;

14 (10) Articles of merger, five dollars;

15 (11) Articles of dissolution, five dollars;

16 (12) Articles of revocation of dissolution, five dollars;

17 (13) Application for reinstatement following administrative dissolution, twenty dollars;

18 (14) Application for certificate of authority, twenty dollars;

19 (15) Application for amended certificate of authority, five dollars;

20 (16) Application for certificate of withdrawal, five dollars;

21 (17) Corporate registration report filed annually, ten dollars if filed in a written format
22 or five dollars if filed electronically in a format prescribed by the secretary of state;

23 (18) Corporate registration report filed biennially, twenty dollars if filed in a written
24 format or ten dollars if filed electronically in a format prescribed by the secretary of state;

25 (19) Articles of correction, five dollars;

26 (20) Certificate of existence or authorization, five dollars;

27 (21) Any other document required or permitted to be filed by this chapter, five dollars.

28 2. The secretary of state shall collect a fee of ten dollars upon being served with process
29 under this chapter. The party to a proceeding causing service of process is entitled to recover the
30 fee paid the secretary of state as costs if the party prevails in the proceeding.

31 3. The secretary of state shall collect the following fees for copying and certifying the
32 copy of any filed document relating to a domestic or foreign corporation: in a written format
33 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
34 certification and copies.

35 **4. Any changes to fees enumerated in subsection 1 of this section shall only be**
36 **considered between the first Wednesday after the first Monday of January and the first**
37 **Friday following the second Monday in May every four years, beginning in 2016 and**
38 **following every four years after. If any such changes are made, they shall be implemented**
39 **beginning on August twenty-eighth of that year.**

358.440. 1. To register as a limited liability partnership pursuant to this section, a
2 written application shall be filed with the office of the secretary of state. The application shall
3 set forth:

- 4 (1) The name of the partnership;
- 5 (2) The address of a registered office and the name and address of a registered agent for
6 service of process required to be maintained by section 358.470;
- 7 (3) The number of partners in the partnership at the date of application;
- 8 (4) A brief statement of the principal business in which the partnership engages;
- 9 (5) That the partnership thereby applies for registration as a registered limited liability
10 partnership; and
- 11 (6) Any other information the partnership determines to include in the application.
- 12 2. The application shall be signed on behalf of the partnership by a majority of the
13 partners or by one or more partners authorized by a majority in interest of the partners to sign the
14 application on behalf of the partnership.
- 15 3. The application shall be accompanied by a fee payable to the secretary of state of
16 twenty-five dollars for each partner of the partnership, but the fee shall not exceed one hundred
17 dollars. All moneys from the payment of this fee shall be deposited into the general revenue
18 fund.
- 19 4. A person who files a document according to this section as an agent or fiduciary need
20 not exhibit evidence of the partner's authority as a prerequisite to filing. Any signature on such
21 document may be a facsimile. If the secretary of state finds that the filing conforms to law, the
22 secretary of state shall:
 - 23 (1) Endorse on the copy the word "Filed" and the month, day and year of the filing;
 - 24 (2) File the original in the secretary of state's office; and
 - 25 (3) Return the copy to the person who filed it or to the person's representative.
- 26 5. A partnership becomes a registered limited liability partnership on the date of the
27 filing in the office of the secretary of state of an application that, as to form, meets the
28 requirements of subsections 1 and 2 of this section and that is accompanied by the fee specified
29 in subsection 3 of this section, or at any later time specified in the application.
- 30 6. An initial application filed under subsection 1 of this section by a partnership
31 registered by the secretary of state as a limited liability partnership expires one year after the date
32 of registration unless earlier withdrawn or revoked or unless renewed in accordance with
33 subsection 9 of this section.
- 34 7. If a person is included in the number of partners of a registered limited liability
35 partnership set forth in an application, a renewal application or a certificate of amendment of an
36 application or a renewal application, the inclusion of such person shall not be admissible as
37 evidence in any action, suit or proceeding, whether civil, criminal, administrative or
38 investigative, for the purpose of determining whether such person is liable as a partner of such
39 registered limited liability partnership. The status of a partnership as a registered limited liability

40 partnership and the liability of a partner of such registered limited liability partnership shall not
41 be adversely affected if the number of partners stated in an application, a renewal application or
42 a certificate of amendment of an application or a renewal application is erroneously stated
43 provided that the application, renewal application or certificate of amendment of an application
44 or a renewal application was filed in good faith.

45 8. Any person who files an application or a renewal application in the office of the
46 secretary of state pursuant to this section shall not be required to file any other documents
47 pursuant to chapter 417 which requires filing for fictitious names.

48 9. An effective registration may be renewed before its expiration by filing in duplicate
49 with the secretary of state an application containing current information of the kind required in
50 an initial application, including the registration number as assigned by the secretary of state. The
51 renewal application shall be accompanied by a fee of one hundred dollars on the date of renewal
52 plus, if the renewal increases the number of partners, fifty dollars for each partner added, but the
53 fee shall not exceed two hundred dollars. All moneys from such fees shall be deposited into the
54 general revenue fund. A renewal application filed under this section continues an effective
55 registration for one year after the date the effective registration would otherwise expire.

56 10. A registration may be withdrawn by filing with the secretary of state a written
57 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or
58 more partners authorized by a majority of the partners to sign the notice on behalf of the
59 partnership. A withdrawal notice shall include the name of the partnership, the date of
60 registration of the partnership's last application under this section, and a current street address
61 of the partnership's principal office in this state or outside the state, as applicable. A withdrawal
62 notice terminates the registration of the partnership as a limited liability partnership as of the date
63 of filing the notice in the office of the secretary of state. The withdrawal notice shall be
64 accompanied by a filing fee of twenty dollars.

65 11. If a partnership that has registered pursuant to this section ceases to be registered as
66 provided in subsection 6 or 10 of this section, that fact shall not affect the status of the
67 partnership as a registered limited liability partnership prior to the date the partnership ceased
68 to be registered pursuant to this section.

69 12. A document filed under this section may be amended or corrected by filing with the
70 secretary of state articles of amendment, signed by a majority of the partners or by one or more
71 partners authorized by a majority of the partners. The articles of amendment shall contain:

- 72 (1) The name of the partnership;
73 (2) The identity of the document being amended;
74 (3) The part of the document being amended; and
75 (4) The amendment or correction.

76 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
77 amendment increases the number of partners, fifty dollars for each partner added, but the fee
78 shall not exceed two hundred dollars; provided that no amendment of an application or a renewal
79 application is required as a result of a change after the application or renewal application is filed
80 in the number of partners of the registered limited liability partnership or in the business in which
81 the registered limited liability partnership engages. All moneys from such fees shall be deposited
82 into the general revenue fund. The status of a partnership as a registered limited liability
83 partnership shall not be affected by changes after the filing of an application or a renewal
84 application in the information stated in the application or renewal application.

85 13. No later than ninety days after the happening of any of the following events, an
86 amendment to an application or a renewal application reflecting the occurrence of the event or
87 events shall be executed and filed by a majority in interest of the partners or by one or more
88 partners authorized by a majority of the partners to execute an amendment to the application or
89 renewal application:

90 (1) A change in the name of the registered limited liability partnership;

91 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address
92 of the registered office or a change in the name or address of the registered agent of the registered
93 limited liability partnership.

94 14. Unless otherwise provided in this chapter or in the certificate of amendment of an
95 application or a renewal application, a certificate of amendment of an application or a renewal
96 application or a withdrawal notice of an application or a renewal application shall be effective
97 at the time of its filing with the secretary of state.

98 15. The secretary of state may provide forms for the application specified in subsection
99 1 of this section, the renewal application specified in subsection 9 of this section, the withdrawal
100 notice specified in subsection 10 of this section, and the amendment or correction specified in
101 subsection 12 of this section.

102 16. The secretary of state may remove from its active records the registration of a
103 partnership whose registration has been withdrawn, revoked or has expired.

104 17. The secretary of state may revoke the filing of a document filed under this section
105 if the secretary of state determines that the filing fee for the document was paid by an instrument
106 that was dishonored when presented by the state for payment. The secretary of state shall return
107 the document and give notice of revocation to the filing party by regular mail. Failure to give
108 or receive notice does not invalidate the revocation. A revocation of a filing does not affect an
109 earlier filing.

110 18. If any person signs a document required or permitted to be filed pursuant to sections
111 358.440 to 358.500 which the person knows is false in any material respect with the intent that

112 the document be delivered on behalf of a partnership to the secretary of state for filing, such
113 person shall be guilty of a class A misdemeanor. Unintentional errors in the information set forth
114 in an application filed pursuant to subsection 1 of this section, or changes in the information after
115 the filing of the application, shall not affect the status of a partnership as a registered limited
116 liability partnership.

117 19. Before transacting business in this state, a foreign registered limited liability
118 partnership shall:

119 (1) Comply with any statutory or administrative registration or filing requirements
120 governing the specific type of business in which the partnership is engaged; and

121 (2) Register as a limited liability partnership as provided in this section by filing an
122 application which shall, in addition to the other matters required to be set forth in such
123 application, include a statement:

124 (a) That the secretary is irrevocably appointed the agent of the foreign limited liability
125 partnership for service of process if the limited liability partnership fails to maintain a registered
126 agent in this state or if the agent cannot be found or served with the exercise of reasonable
127 diligence; and

128 (b) Of the address of the office required to be maintained in the jurisdiction of its
129 organization by the laws of that jurisdiction or, if not so required, of the principal office of the
130 foreign limited liability partnership.

131 20. A partnership that registers as a limited liability partnership shall not be deemed to
132 have dissolved as a result thereof and is for all purposes the same partnership that existed before
133 the registration and continues to be a partnership under the laws of this state. If a registered
134 limited liability partnership dissolves, a partnership which is a successor to such registered
135 limited liability partnership and which intends to be a registered limited liability partnership shall
136 not be required to file a new registration and shall be deemed to have filed any documents
137 required or permitted under this chapter which were filed by the predecessor partnership.

138 **21. Any changes to fees enumerated in subsections 3, 9, and 12 of this section shall**
139 **only be considered between the first Wednesday after the first Monday of January and the**
140 **first Friday following the second Monday in May every four years, beginning in 2016 and**
141 **following every four years after. If any such changes are made, they shall be implemented**
142 **beginning on August twenty-eighth of that year.**

359.651. 1. The secretary of state shall charge the fee specified for filing the following:

2 (1) Certificates of limited partnership: One hundred dollars;

3 (2) Applications for registration of foreign limited partnerships and issuance of a
4 certificate of registration to transact business in this state: One hundred dollars;

5 (3) Amendments to and restatements of certificates of limited partnerships or to
6 applications for registration of foreign limited partnerships or any other filing not otherwise
7 provided for: Twenty dollars;

8 (4) Cancellations of certificates of limited partnerships or of registration of foreign
9 limited partnerships: Twenty dollars;

10 (5) A consent required to be filed under this chapter: Twenty dollars;

11 (6) A change of address of registered agent, or change of registered agent, or both: Five
12 dollars;

13 (7) A partner list: One dollar each page;

14 (8) Reservation of name: Twenty dollars;

15 (9) Rescission fee: One hundred dollars.

16 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**
17 **considered between the first Wednesday after the first Monday of January and the first**
18 **Friday following the second Monday in May every four years, beginning in 2016 and**
19 **following every four years after. If any such changes are made, they shall be implemented**
20 **beginning on August twenty-eighth of that year.**

409.4-410. (a) A person shall pay a fee of two hundred dollars when initially filing an
2 application for registration as a broker-dealer and a fee of [one hundred] **fifty** dollars when filing
3 a renewal of registration as a broker-dealer. If the filing results in a denial or withdrawal, the
4 commissioner shall retain the entire fee.

5 (b) The fee for an individual is fifty dollars when filing an application for registration
6 as an agent, a fee of fifty dollars when filing a renewal of registration as an agent, and a fee of
7 fifty dollars when filing for a change of registration as an agent. If the filing results in a denial
8 or withdrawal, the commissioner shall retain the entire fee.

9 (c) A person shall pay a fee of two hundred dollars when filing an application for
10 registration as an investment advisor and a fee of [one hundred] **fifty** dollars when filing a
11 renewal of registration as an investment advisor. If the filing results in a denial or withdrawal,
12 the commissioner shall retain the entire fee.

13 (d) The fee for an individual is fifty dollars when filing an application for registration
14 as an investment advisor representative, a fee of fifty dollars when filing a renewal of registration
15 as an investment advisor representative, and a fee of fifty dollars when filing a change of
16 registration as an investment advisor representative. If the filing results in a denial or
17 withdrawal, the commissioner shall retain the entire fee.

18 (e) A federal covered investment advisor required to file a notice under section
19 409.4-405 shall pay an initial fee of two hundred dollars and an annual notice fee of [one
20 hundred] **fifty** dollars.

21 (f) A person required to pay a filing or notice fee under this section may transmit the fee
22 through or to a designee as a rule or order provides under this act.

23 (g) An investment advisor representative who is registered as an agent under section
24 409.4-402 and who represents a person that is both registered as a broker-dealer under section
25 409.4-401 and registered as an investment advisor under section 409.4-403 or required as a
26 federal covered investment advisor to make a notice filing under section 409.4-405 is not
27 required to pay an initial or annual registration fee for registration as an investment advisor
28 representative.

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